



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2361

RECORDATION NO. *10735-B* Filed 1425

December 16, 1986

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INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Room 1312
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Re: Document for Recordation: Amendment to Burlington
Northern Inc., Equipment Trust of 1979, Series 1

Dear Secretary Bayne:

Enclosed is an original and one copy of the documents
described below to be recorded pursuant to Section 11303 of
Title 49 of the U.S. Code.

This document is an amendment to Burlington Northern Inc.
Equipment Trust of 1979, Series 1, a secondary document.
The amendment is dated October 22, 1985. The primary docu-
ment to which this amendment relates is Burlington Northern
Equipment Trust of 1979, Series 1, which was recorded under
ICC Recordation No. 10735.

The names and addresses of the parties to the documents are
as follows:

Trustee: First Trust Company of Saint Paul
First National Bank Building
Saint Paul, Minnesota 55101

Lessee: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

A description of the equipment covered by the
document follows:

BN Inc. Equipment Trust of 1979 Series 1,
covers various covered hopper cars and
caboosees. The amendment to BN Inc. Equipment
Trust of 1979, Series 1, covers one caboose,
BN 12272, subject to said Trust.

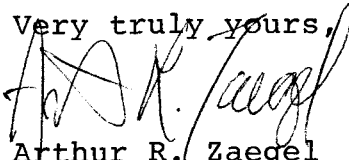
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A check in the amount of \$10.00 is enclosed to cover your filing fee. Please return the original amendment and any extra copies not needed by the Commission for recordation to Arthur R. Zaegel, Assistant General Solicitor, Burlington Northern Railroad Company, 3800 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102.

A short summary of the document to appear in the index follows:

The amendment to BN Inc. Equipment Trust of 1979, Series 1, consists of a written consent of the Trustee to convert caboose BN 12272 to mobile living quarters for railroad maintenance-of-way personnel, and to renumber such unit BN 968767.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Arthur R. Zaegel', is written over the typed name.

Arthur R. Zaegel
Assistant General Solicitor

ARZ:jh

Enclosure



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

REGISTRATION NO. 107357B
FILED 1488

JAN 13 1986 -3 20 PM

STATEMENT OF NEW ROAD NUMBERS

October 14, 1985 INTERSTATE COMMERCE COMMISSION

First Trust Company of
Saint Paul
Corporate Trust Department
First National Bank Building
332 Minnesota Street
St. Paul, Minnesota 55101

Gentlemen:

Please refer to the agreement between First Trust Company of Saint Paul and Burlington Northern Inc. (now Burlington Northern Railroad Company), which agreement constitutes Burlington Northern Inc. Equipment Trust of 1979, Series 1 (hereafter called "the Agreement").

Burlington Northern Railroad Company ("the Company") requests permission from First Trust Company of Saint Paul ("the Trustee") to convert a caboose subjected to the Agreement to mobile living quarters for Company track service and maintenance employees, at an estimated cost of \$32,355. The exterior of the caboose will not be altered. The interior of the caboose will be modified to include bunks, and eating and washing facilities.

The Company proposes to change the road numbers of the subject caboose as follows:

Present Road Number

Proposed New Road Number

BN 12272

BN 968767

First Trust Company

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October 14, 1985

Notice is hereby given that upon receipt of your consent, we will proceed with the conversion described above. Your expeditious handling of this request would be appreciated.


Very truly yours,

BURLINGTON NORTHERN RAILROAD
COMPANY
(formerly Burlington Northern
Inc.)

Attest:


Assistant Secretary

By:



Douglas J. Babb
General Counsel
Corporate Law

STATE OF TEXAS)
)
COUNTY OF TARRANT) ss.

On this 15th day of October, 1985, before me personally appeared DOUGLAS J. BABB, to me personally known, who being by me duly sworn, says that he is General Counsel-Corporate Law of Burlington Northern Railroad Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the true act and deed of said corporation.


Assistant Secretary

Subscribed and sworn to before me
this 15th day of October, 1985


Notary Public

KNOW ALL MEN BY THESE PRESENTS, that First Trust Company of Saint Paul, Trustee under Burlington Northern Inc. Equipment Trust of 1979, Series 1, for and in consideration of the sum of \$1.00 to it paid, the receipt of which is hereby acknowledged, does hereby consent to the conversion of caboose BN 12272 to mobile living quarters for railroad maintenance-of-way personnel, to be renumbered BN 968767 for identification purposes.

IN WITNESS WHEREOF, First Trust Company of Saint Paul, as Trustee, has caused these presents to be signed by one of its Senior Vice President, and its corporate seal to be hereunto affixed and attested by one of its

Assistant Secretary this 22nd day of October, 1985.

FIRST TRUST COMPANY OF
SAINT PAUL, Trustee

Attest:

D. Chalupsky
Assistant Secretary

By: [Signature]
~~Senior Trust Officer~~
Dr. Jim Brindley

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On this 23rd day of October, 1985, before me
personally appeared James A. Ehrenberg, to me personally
known, who being by me duly sworn, says that he is Senior

Vice President of First Trust Company of Saint Paul; that the
seal affixed to the foregoing instrument is the seal of said
Company; that said instrument was signed and sealed on
behalf of said Company by authority of its Board of
Directors; and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
Company.

D. Chalupsky
Assistant Secretary

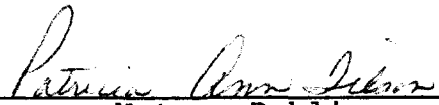
Subscribed and sworn to before me
this 23rd day of October, 1985

Laurie Ann Howard
Notary Public

XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
LAURIE ANN HOWARD
NOTARY PUBLIC - MINNESOTA
DAKOTA COUNTY
My Commission Expires July 10, 1986
XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX

CERTIFICATE

This is to certify that I am a Notary Public under the laws of the State of Texas; that I have compared this copy of the consent to convert cabooses into mobile living quarters and to renumber said cabooses, with the original executed consent; and that I have found the copy to be complete and identical in all respects to the original executed consent.



Notary Public
State of Texas

(Seal)

My Commission Expires:

9/7/89